

Paul J. Graf  
Group Attorney  
Transportation Systems & Industrial Group

RECORDATION NO. 9423-1 Filed 1984

**EVANS**  
PRODUCTS COMPANY

The East Tower  
2550 Golf Road  
Rolling Meadows, Illinois 60008

FEB 27 1984 - 9 40 AM

Telephone 312/640-7000

INTERSTATE COMMERCE COMMISSION

RECORDATION NO. 9423-2 Filed 1984

February 22, 1984

FEB 27 1984 - 9 40 AM

INTERSTATE COMMERCE COMMISSION

Mrs. Mildred Lee  
Secretary

Interstate Commerce Commission  
Washington, DC 20423

FEB 27 1984 - 9 40 AM

Dear Mrs. Lee:

INTERSTATE COMMERCE COMMISSION

I have enclosed three originals of the document described below to be recorded pursuant to Section 11303 of Title 49 U.S. Code.

The documents included are a Supplemental Agreement, Bill of Sale and Bill of Sale Reconveyance, secondary documents dated 9/1/83.

The primary document to which these are connected is recorded under Recordation No. 9423.

The names and addresses of the parties to the documents are as follows:

Trustee: Girard Bank  
1 Girard Plaza  
Philadelphia, PA

Borrower: Evans Railcar Leasing Company  
2550 Golf Road  
Rolling Meadows, IL 60008

A description of the equipment covered by the document follows:

Destroyed Equipment: 2 50'6" 70-ton XM Boxcars, ADN 7763, 7787, AAR# B209; 1 50'6" 70-ton XF Boxcar, ATW 61059 (formerly HN 1059), AAR# 220, 2 52'5" 70-ton all door boxcars, MNS 2515, 2531, AAR# L047.

Substitute Equipment: 2 23,500 gallon coiled and insulated tank cars, USLX 22033, 22041, AAR# T106; 4 21,000 gallon coiled and insulated tank cars, USLX 22155, 22167, 22185, 22197; AAR# T105.

A fee of \$30.00 is enclosed. Please return two originals not needed by the Commission for recordation to Paul J. Graf, Evans Products Company, 2550 Golf Road, Rolling Meadows, IL 60008.

A short summary of the document to appear in the index follows:  
Supplemental Agreement, Bill of Sale and Bill of Sale  
Reconveyance pursuant to a Trust Agreement, Recordation Number  
9423, between Evans Railcar Leasing Company, 2550 Golf Road,  
Rolling Meadows, IL 60008, Borrower; and Girard Bank, 1 Girard  
Plaza, Philadelphia, PA Trustee, dated 9/1/83 and covering:  
Destroyed Equipment: 2 50'6" 70-ton XM Boxcars, ADN 7763, 7787;  
AAR# B209; 1 50'6" 70-ton XF Boxcar, ATW 61059 (formerly HN  
1059), AAR# 220, 2 52'5" 70-ton all door boxcars, MNS 2515, 2531,  
AAR# L047.  
Substitute Equipment: 2 23,500 gallon coiled and insulated tank  
cars, USLX 22033, 22041, AAR# T106; 4 21,000 gallon coiled and  
insulated tank cars, USLX 22155, 22167, 22185, 22197; AAR# T105.

Very truly yours,

Paul J. Graf

PJG:sm

Enclosure

RECORDATION NO. 9423-2  
FILED 1428

FEB 27 1984 - 9 42 AM

INTERSTATE COMMERCE COMMISSION

BILL OF SALE

KNOW ALL MEN BY THESE PRESENTS, that EVANS RAILCAR LEASING COMPANY, an Illinois corporation (hereinafter called "Seller"), for and in consideration of ONE DOLLAR (\$1.00) and other good and valuable consideration, the receipt whereof is acknowledged does hereby sell, assign, transfer, convey and set over unto Girard Bank (hereinafter called "Trustee"), as Trustee under that certain Equipment Trust Agreement Series 16, dated as of April 1, 1978, as amended by Supplemental Agreement dated as of September 1, 1983 between the Seller and the Trustee, and to its successors and assigns, the railroad equipment (hereinafter called "Equipment"), described in Exhibit B hereto.

The Seller hereby warrants to the Trustee, its successors and assigns, that as of the date hereof (a) the Seller has legal title to the Equipment and good and lawful right to sell the same as herein provided; (b) Seller's title, as aforesaid, is free and clear of all claims, liens, security interests and encumbrances of any nature except for (i) the above mentioned Trust Agreement, as amended as aforesaid, (ii) matters permitted by Section 6.02 thereof and (iii) any leases permitted by Section 4.09 thereof; and (c) it will warrant and defend such title against all lawful claims and demands whatsoever.

IN WITNESS WHEREOF, Seller has caused this Bill of Sale to be executed, sealed, attested and delivered by its officers thereunto duly authorized, as of this 1st day of September, 1983.

(CORPORATE SEAL)

ATTEST:

EVANS RAILCAR LEASING COMPANY

Thomas L. Schoenbeck  
Assistant Secretary

By:

[Signature]  
Vice President

EXHIBIT B

SERIES 16

SUBSTITUTE EQUIPMENT

<u>Number</u>	<u>Description</u>	<u>Reporting Marks</u>
2	23,500 Gallon Coiled & Insulated Tank Cars	USLX 22033 USLX 22041
4	21,000 Gallon Coiled & Insulated Tank Cars	USLX 22155 USLX 22167 USLX 22185 USLX 22197

STATE OF ILLINOIS

COUNTY OF COOK

On this 1st day of September, 1983, before me personally appeared Paul R. Leck and Thomas L. Schoenbeck, to me personally known, who, being by me duly sworn, say that they are Vice President and Assistant Secretary, respectively of EVANS RAILCAR LEASING COMPANY, that one of the seals affixed to the foregoing instrument is the seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and they acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

My commission expires:

2-4-85

Susan E. Muehlefeld

Notary Public